

JEPH LOEB • DAVID FINCH
DANNY MIKI • STEVE FIRCHOW

ISSUE
2
OF FIVE

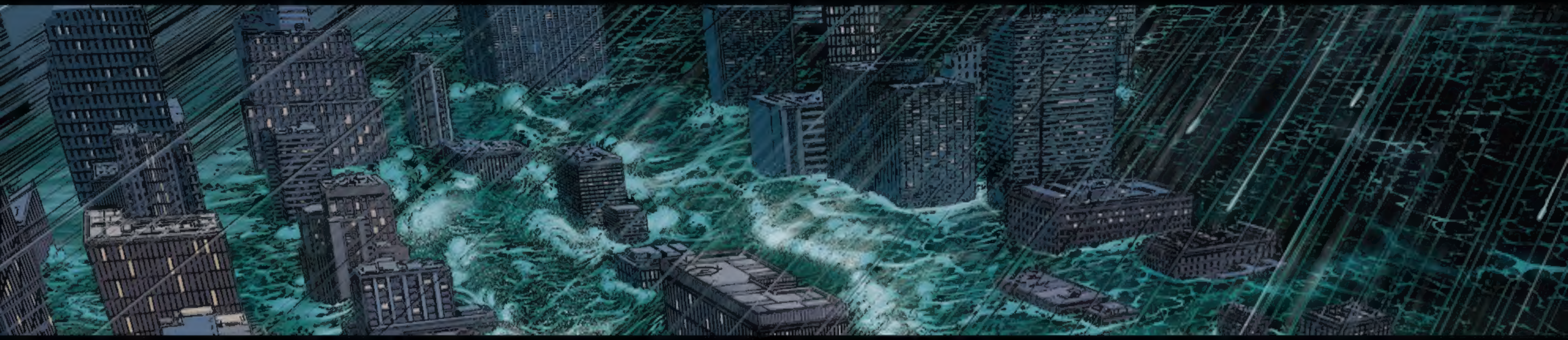


ULTIMATUM

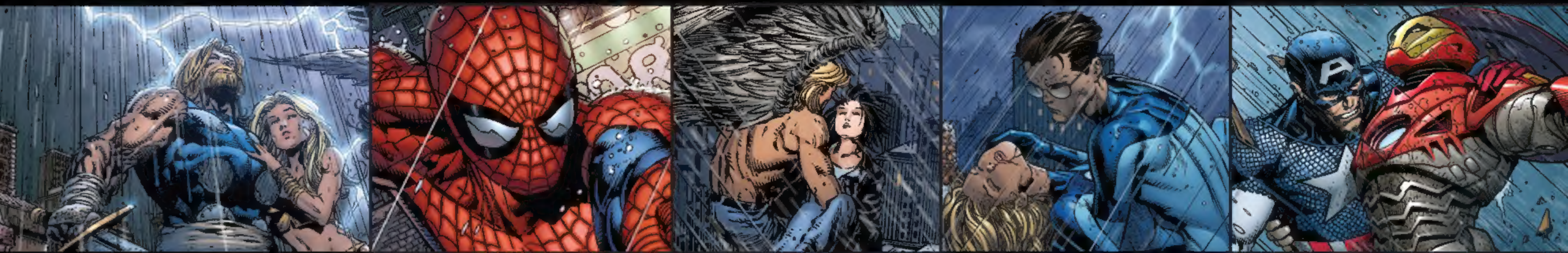


ULTIMATUM HAS BEGUN.

Previously...



A giant tidal wave destroyed half of New York.



Eastern Europe is frozen solid.

Millions are dead.



Magneto is to blame.

CHAPTER TWO: "DEATH BECOMES HER"

**Jeph
Loeb
WRITER**

**David
Finch
ARTIST**

**Danny
Miki
INKER**

**Steve
Firchow
COLORIST**

**RS &
Comcraft
Letterer**

DAVID FINCH, DANNY MIKI & JASON KEITH: Cover
ED MCGUINNESS, MARK FARMER & JASON KEITH: Variant Cover

**Irene
Lee
PRODUCTION**

**Lauren
Sankovitch
ASST. EDITOR**

**Ralph
Macchio & Mark
Paniccia
SENIOR EDITORS**

**Joe
Quesada
EDITOR IN
CHIEF**

**Dan
Buckley
PUBLISHER**

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MIDTOWN MANHATTAN.
AFTER THE TIDAL WAVE.
SPIDER-MAN & THE HULK.
THAT NIGHT.

WHY DOES
=NNGGGG=
ALL THE REALLY SCARY
STUFF HAVE TO HAPPEN
AT NIGHT?

I MEAN,
IT'S NOT BAD ENOUGH
THAT HALF THIS CITY WAS
UNDERWATER
ONE SECOND AND --

-- THEN
THE NEXT SECOND
=NGGGNNK=
IT'S NOT...

...OR THAT ALL THIS
DEATH AND DESTRUCTION
WAS SOMEHOW CAUSED BY
THE WORLD'S BIGGEST
DIRTBAG --

-- **MAGNETO.**

PLEASE
STOP TALKING AND
HELP ME...

I'M
WORKING
ON IT, PAL--

JEEZ,
EVERYBODY'S
A --

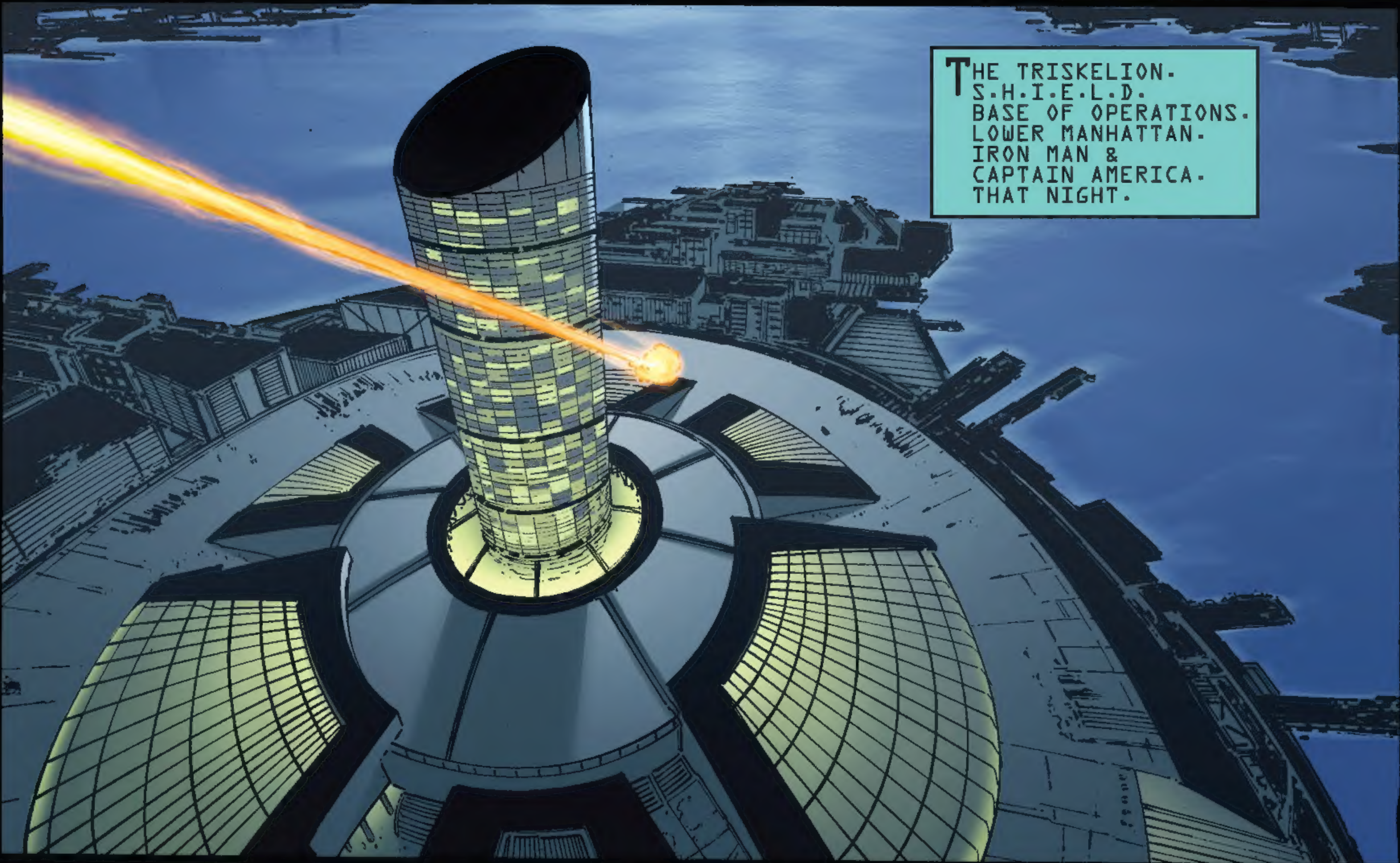
-- **CRITIC!**

HEY YOU!
GIANT GUY...
MAN...
PERSON!

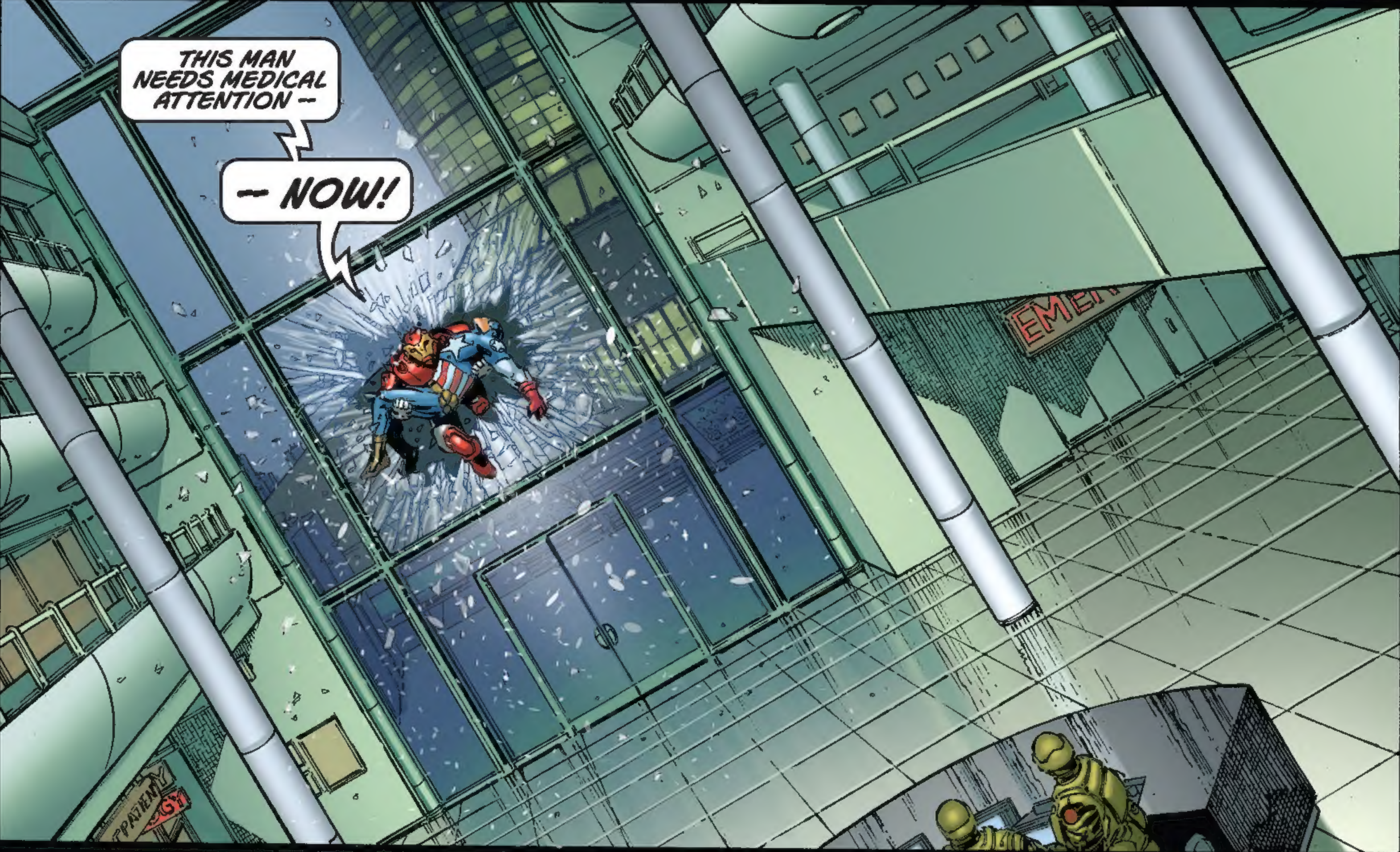


A
LITTLE HELP
HERE?!





THE TRISKELION.
S.H.I.E.L.D.
BASE OF OPERATIONS.
LOWER MANHATTAN.
IRON MAN &
CAPTAIN AMERICA.
THAT NIGHT.



THIS MAN
NEEDS MEDICAL
ATTENTION --

-- NOW!



YOU ARE *TRESPASSING*
ON GOVERNMENT PROPERTY.
STOP WHERE
YOU ARE --

-- LISTEN TO ME,
YOU JACKASS. I ONLY CAME
HERE BECAUSE THERE'S
NO PLACE ELSE TO GO.
SO UNLESS YOU WANT ME
TO BLOW OFF YOUR --

STARK!

THESE MEN
ARE *JUST* DOING
THEIR JOBS.
I'VE GOT A
TIDAL WAVE IN
MANHATTAN --
-- EASTERN
EUROPE'S BEEN
FLASH
FROZEN --
-- *VOLCANOES*
ERUPTING IN
THE AMAZON AND
I CAN'T HAVE
YOU --

CAROL.
IT'S CAP. HE...HE'S
NOT BREATHING...

I WANT
A MEDICAL UNIT UP HERE
IMMEDIATELY.

YOU HANG IN THERE,
STEVE. YOU HEAR ME?

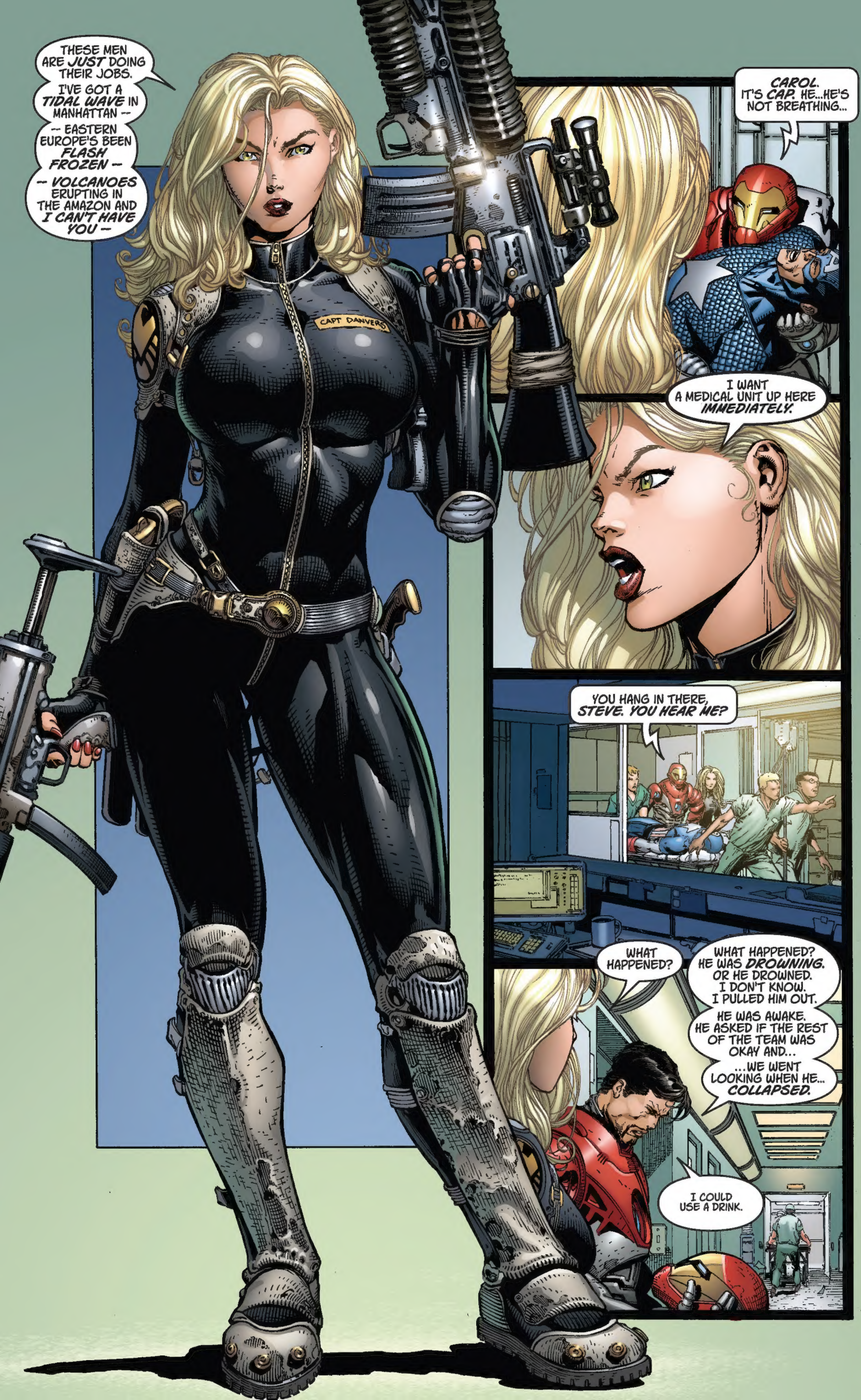
WHAT
HAPPENED?

WHAT HAPPENED?
HE WAS *DROWNING*.
OR HE DROWNED.
I DON'T KNOW.
I PULLED HIM OUT.

HE WAS AWAKE.
HE ASKED IF THE REST
OF THE TEAM WAS
OKAY AND...

...WE WENT
LOOKING WHEN HE...
COLLAPSED.

I COULD
USE A DRINK.





CHARGED. CLEAR!

ZZRAAK



C'MON, STEVE...

DAMMIT. GOING AGAIN. RIGHT AWAY.



CHARGED.

I HATE HOSPITALS...

TONY...

I KNOW YOU'LL BE GOING AFTER MAGNETO. LET US HELP. COMMUNICATIONS. GROUND SUPPORT. WHATEVER.



IT WOULDN'T HAVE TO BE LIKE IT WAS UNDER NICK FURY -

CAROL.

HMM...?

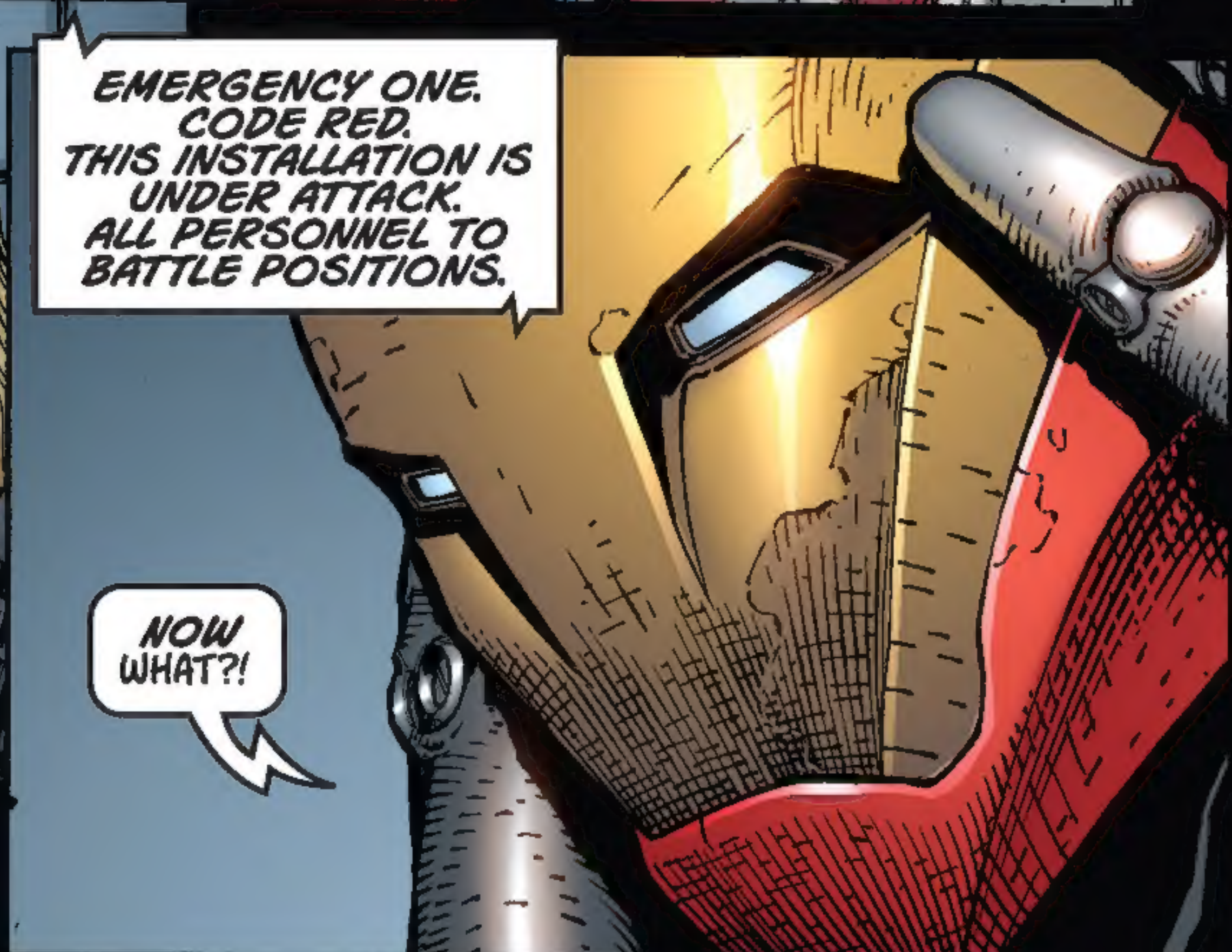
SHUT UP.

I WAS ONLY...



I NEED TO GET OUT OF HERE. GIVE THIS BACK TO CAP IF HE WAKES UP.

DON'T YOU MEAN *WHEN* HE WAKES UP?



EMERGENCY ONE. CODE RED. THIS INSTALLATION IS UNDER ATTACK. ALL PERSONNEL TO BATTLE POSITIONS.

NOW WHAT?!



JAN!

HANK!
DAMMIT!
LISTEN TO ME!
HANK!

TONY STARK'S MANSION.
HOME OF THE ULTIMATES.
MIDTOWN MANHATTAN.
HAWKEYE & YELLOWJACKET.
THAT NIGHT.



JAANN!

KCHUK

@#\$. IT'S LIKE
TRYING TO HAVE A
CONVERSATION WITH
A SKYSCRAPER...

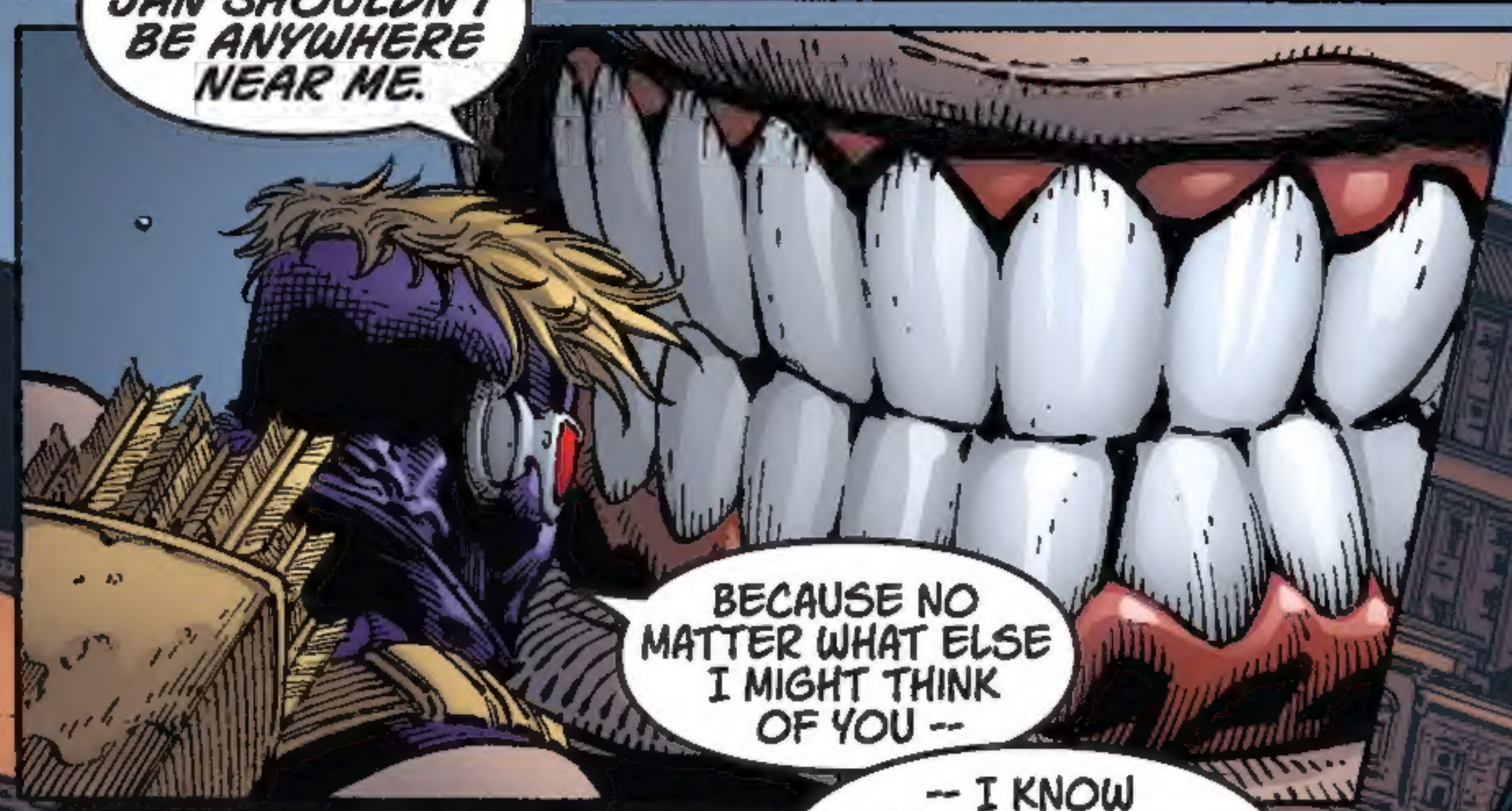


JAAANNN!

WHOLE CITY'S
TURNED INTO A
GRAVEYARD...
...I MUST BE
OUT OF MY MIND
GETTING INVOLVED
IN THIS...



HEY!
LET GO
OF ME.



THE BAXTER BUILDING.
HOME OF THE FANTASTIC FOUR.
MIDTOWN MANHATTAN.
THE THING & THE INVISIBLE GIRL.
THAT NIGHT.

SUZIE...

YA GOTTA HELP ME HERE.
REED PUT ME IN CHARGE OF YA
EVER SINCE YA WENT
OUT COLD...

...BUT THE *DOCS* TELL ME
WE GOT NOTHING TO DO
BUT WAIT.

AND I AIN'T
GOOD AT
WAITIN'!

JUST GIMME
SOMETHIN'
TA HIT.

REED TOOK
OFF TO GO
WHO KNOWS
WHERE...

...YER DAD --
I CAN'T FIND
HIM --

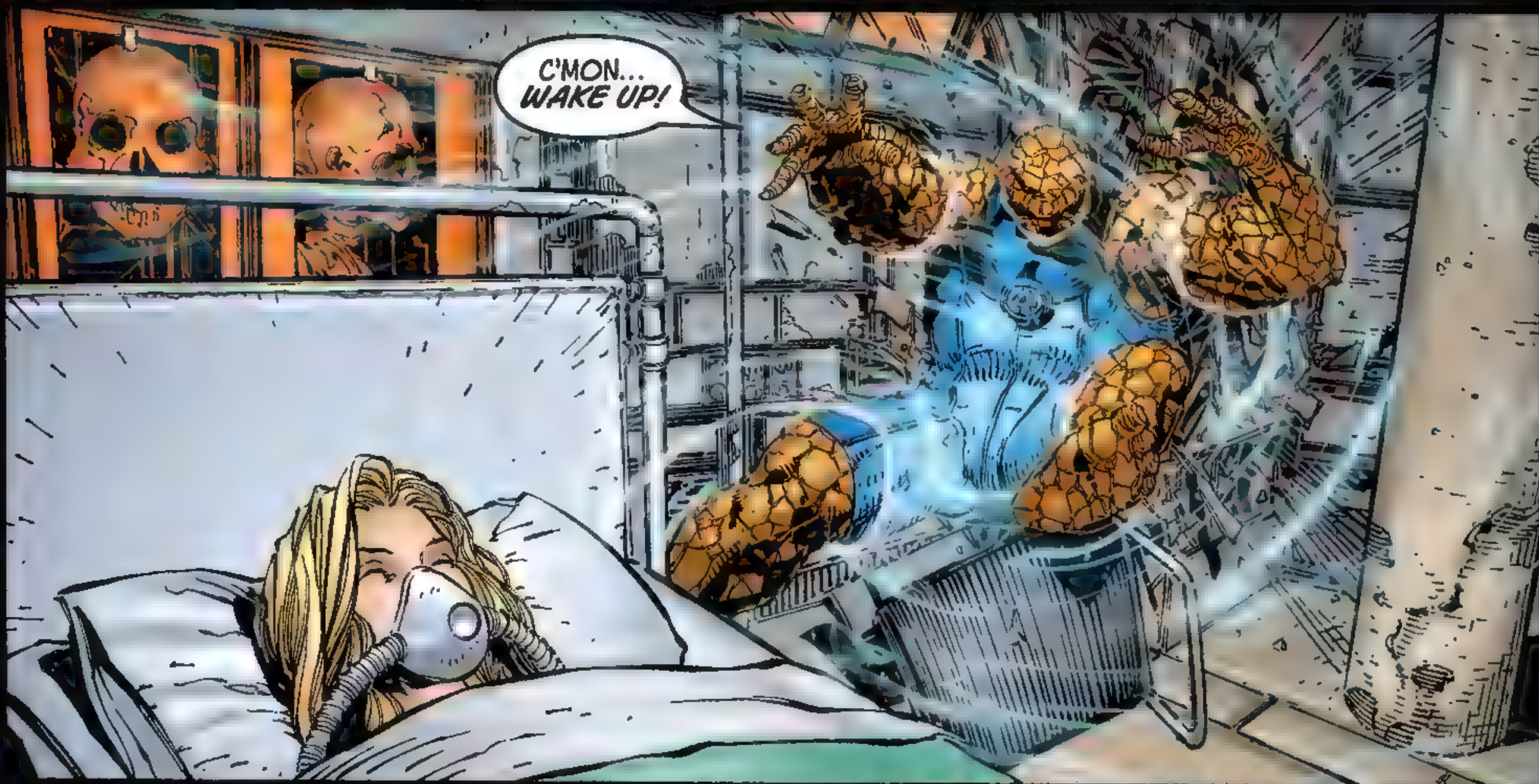
-- AND JOHNNY...?
I'M SURE HE'S AROUND...
I MEAN, HE'S LIKE ONE
OF THEM BAD
PENNIES.

SO...
CAN'T YA
TELL ME WHAT
TO DO?

WHAT
THE HEY?!

WHOA!

SUZIE,
YER POWERS
ARE *FRITZIN'*!
YA GOTTA
WAKE UP!



C'MON...
WAKE UP!

GUH!



OKAY...
THAT'S IT...
I DON'T WANNA
GET TOUGH
WITH...

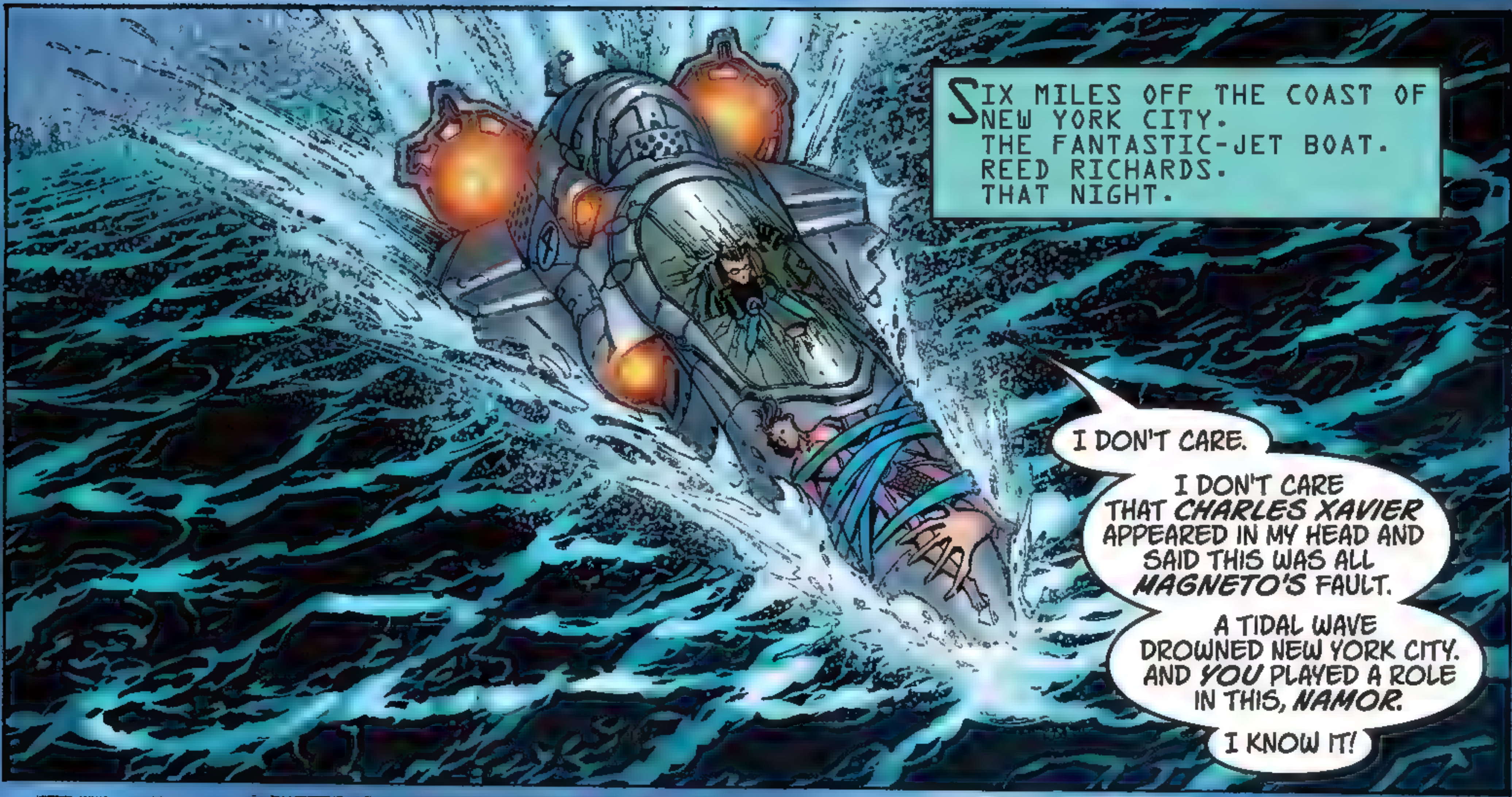


YIKES.



REED, PAL.
WHEREVER THE HECK
YOU ARE --

-- THIS THING
WITH SUZIE IS A LOT
HARDER THAN EITHER
OF US FIGGERED!



SIX MILES OFF THE COAST OF
NEW YORK CITY.
THE FANTASTIC-JET BOAT.
REED RICHARDS.
THAT NIGHT.

I DON'T CARE.

I DON'T CARE
THAT *CHARLES XAVIER*
APPEARED IN MY HEAD AND
SAID THIS WAS ALL
MAGNETO'S FAULT.

A TIDAL WAVE
DROWNED NEW YORK CITY.
AND *YOU* PLAYED A ROLE
IN THIS, *NAMOR*.

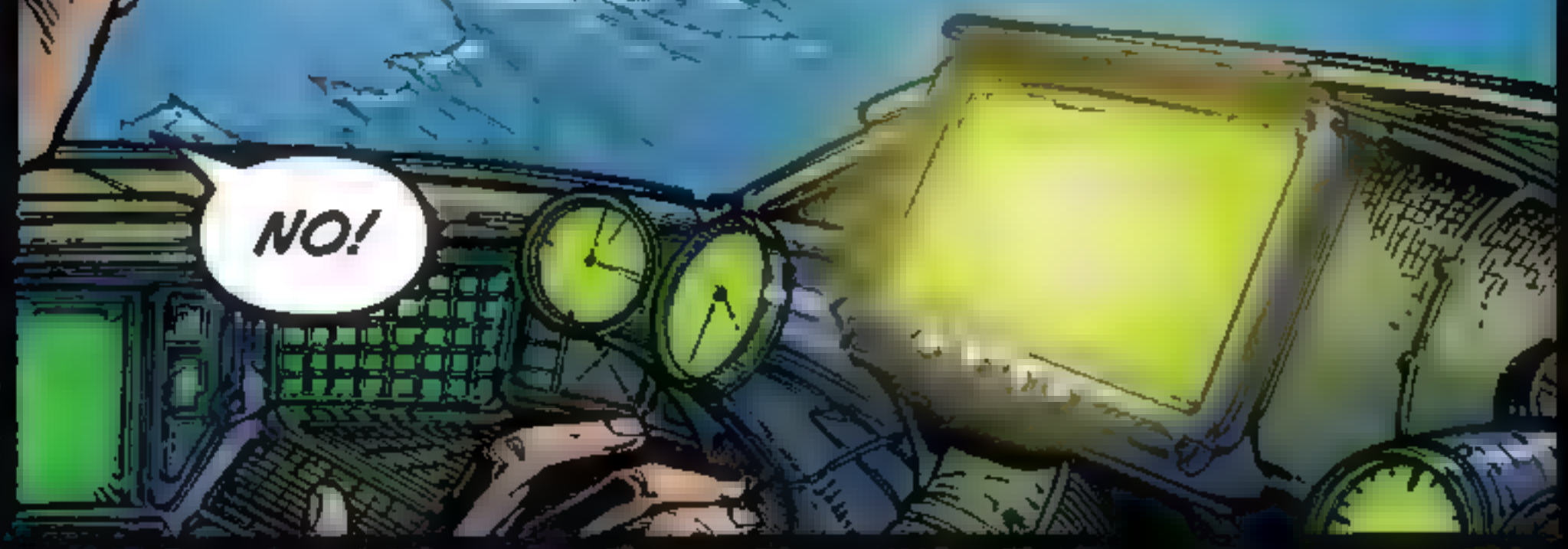
I KNOW IT!



I ONLY
WANTED TO
MARRY SUE!

I ONLY
WANTED...

ALL SYSTEMS DOWN.



NO!

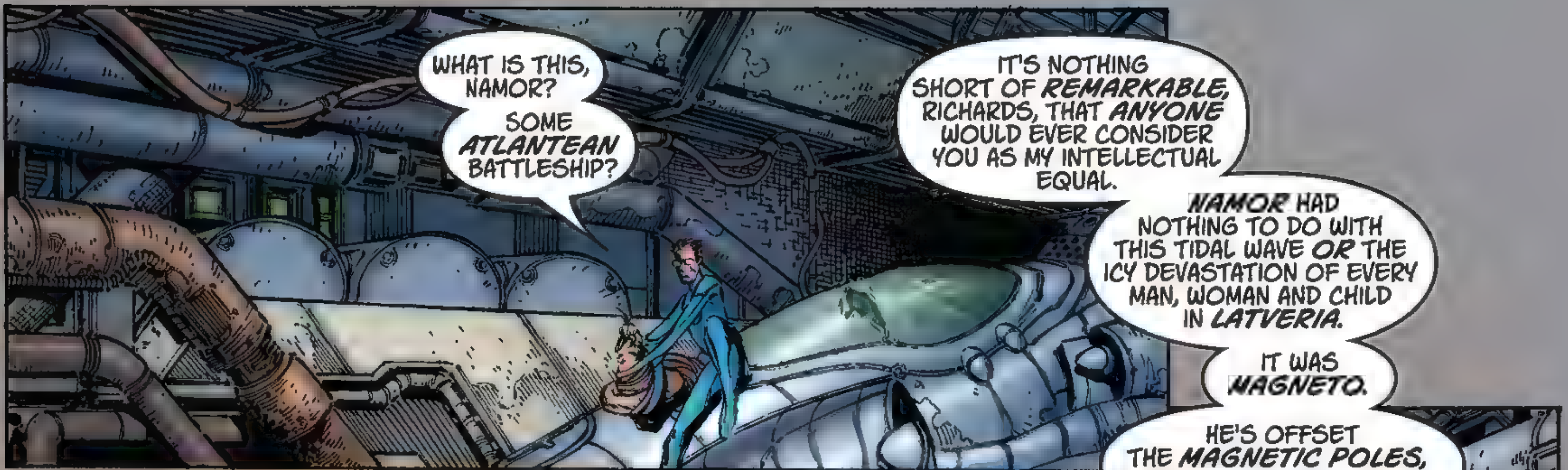


WHAT DID
YOU DO TO
THIS SHIP,
NAMOR?



WHAT
DID YOU
DO!





OVER NEW YORK CITY.
THOR, THE GOD OF THUNDER.
THAT NIGHT.

MADNESS.

THE SEAS.
THE VERY SKY
DEFIES ME.

THERE WILL BE
MUCH TO ANSWER FOR
BY MORNING.

PEGASUS!

FIND YOUR
MISTRESS!

FIND
VALKYRIE!

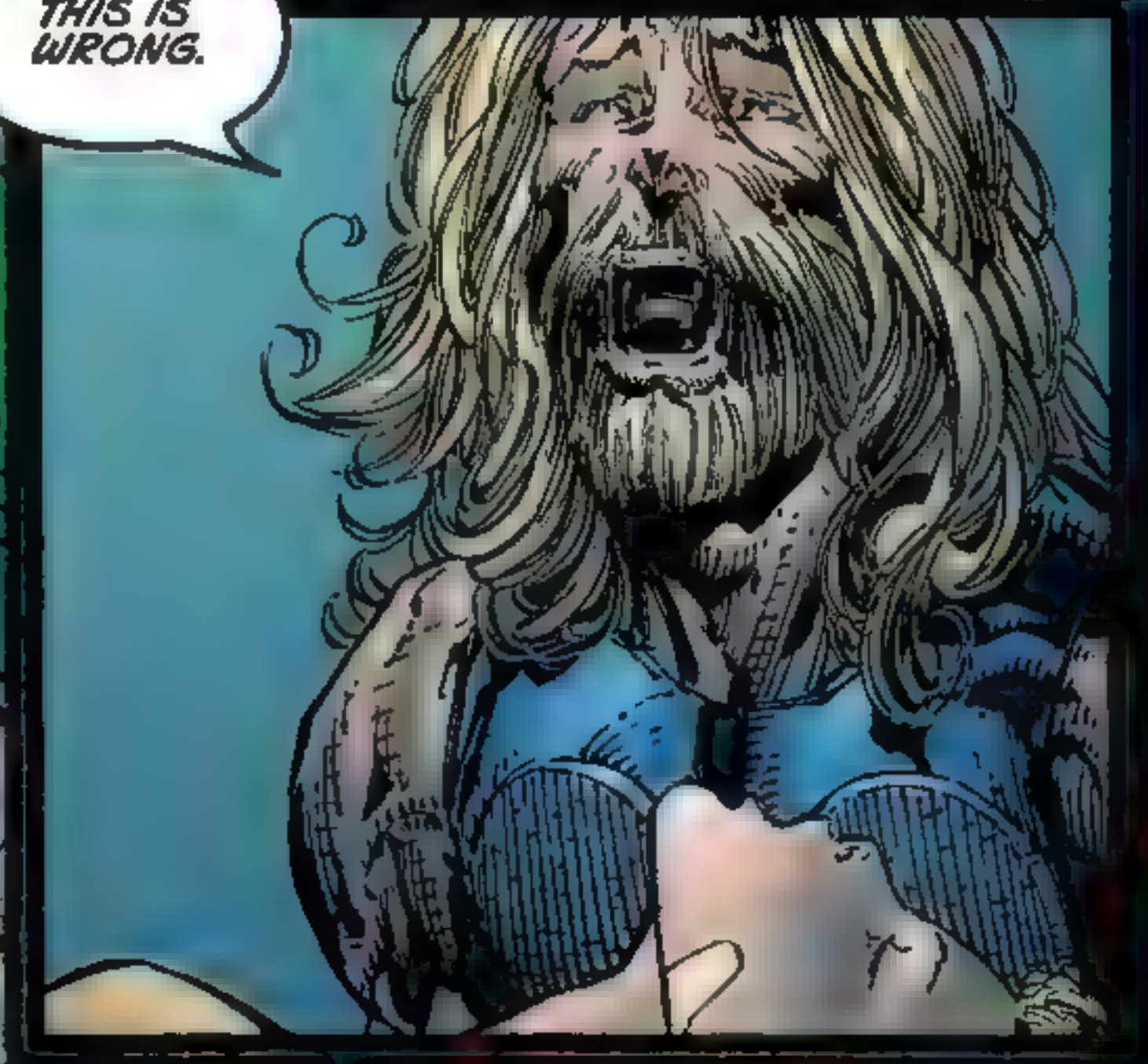




NO!



THIS IS WRONG.



KRAKA

VALHALLA.
MYTHICAL LAND OF THE FALLEN.
TIME UNKNOWN.

HELAI!

MISTRESS
OF THE DEAD...

...I HAVE
COME FOR --

-- I KNOW
WHY YOU HAVE
COME.

YOU THINK
THAT I WILL BE FORGIVING.
THAT I WILL RETURN TO YOU
THE SOUL OF THE LOVED
ONE YOU LOST.

MAKE IT
QUICK THEN.
I AM NEEDED
BACK ON EARTH.
IT'S BEEN
TORN --

-- THEN
LEAVE *WITHOUT*
VALKYRIE.

BUT THIS
WILL BE
YOUR *ONLY*
CHANCE.

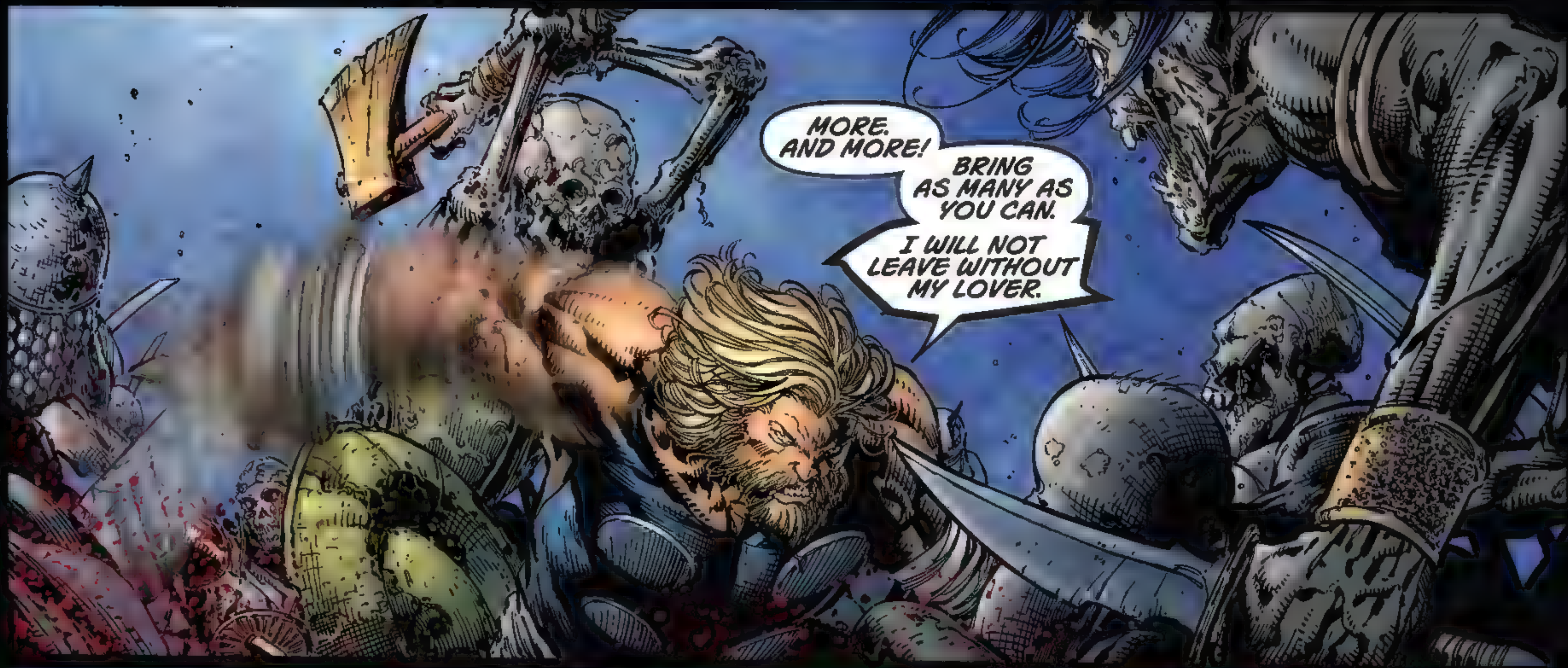


FOR
VALKYRIE!

PASS MY CHALLENGE
TO PROVE YOU ARE WORTHY
OF SUCH A GIFT.
DEFEAT MY ARMY
OF FALLEN WARRIORS AND
YOU WILL BE REWARDED...

...FOR A PRICE.

AGREED.



MORE.
AND MORE!

BRING
AS MANY AS
YOU CAN.

I WILL NOT
LEAVE WITHOUT
MY LOVER.



THEN, MAYBE,
YOU COULD USE
SOME HELP.



CAPTAIN!
HERE? HOW IS IT
POSSIBLE?

I DON'T KNOW.
WE'LL FIGURE THAT
OUT WHEN THIS
IS OVER...!



HANK.
PUT ME
DOWN.

WHY?
DID YOU SEE
SOMETHING?

JUST
PUT ME
DOWN.



CLINT...

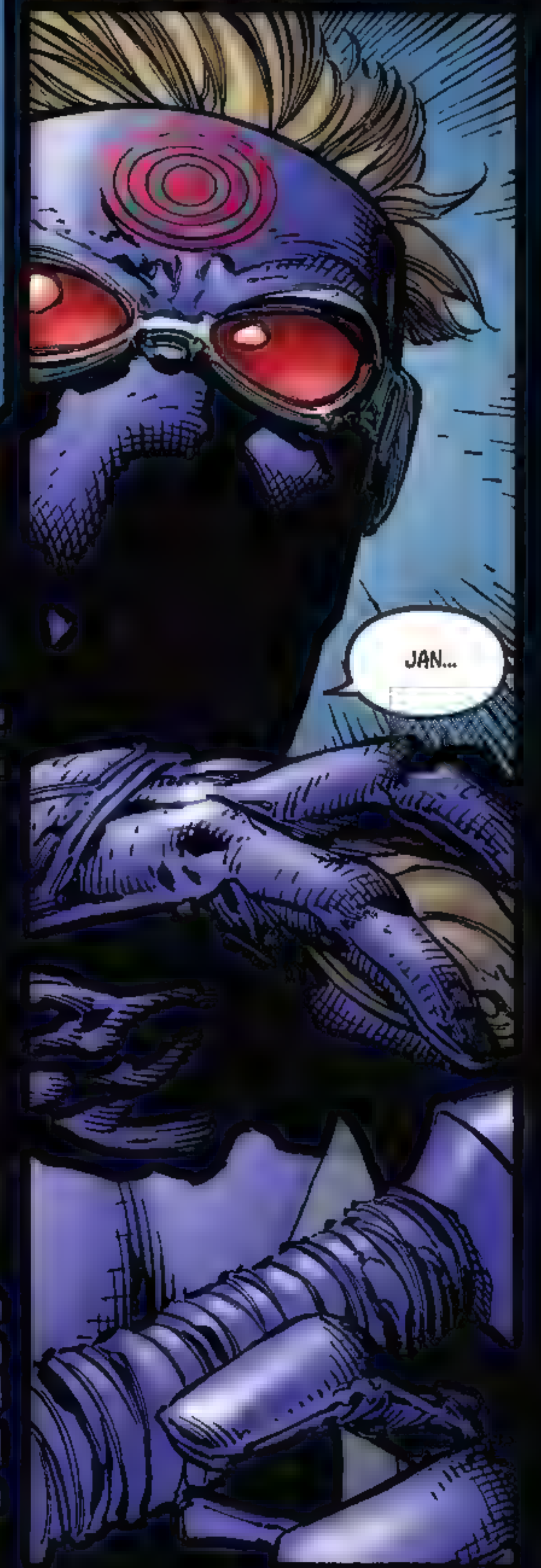
STAY *HERE*.
IT'S PROBABLY
NOTHING.



HELLUVA
TIME TO HAVE
LOST MY...



...PISTOLS...



JAN...



TASTES
LIKE
CHICKEN.



XAVIER'S ACADEMY.
WESTCHESTER, NEW YORK.
OUTSIDE THE CITY.
THAT NIGHT.

MY X-MEN
ARE OFF RETRIEVING
THE *BODIES* OF THEIR
DEAD FRIENDS...



...WHY AM I NOT
SURPRISED TO FIND
YOU *HERE*?

BECAUSE NO
MATTER HOW YOU DENY IT,
CHARLES, WE'VE ALWAYS
THOUGHT ALIKE.

NEVER
LIKE THIS.
MAGNETO.



SO. WE'VE
COME TO THAT.
NO LONGER
REFERRING TO ME BY
MY FIRST NAME.

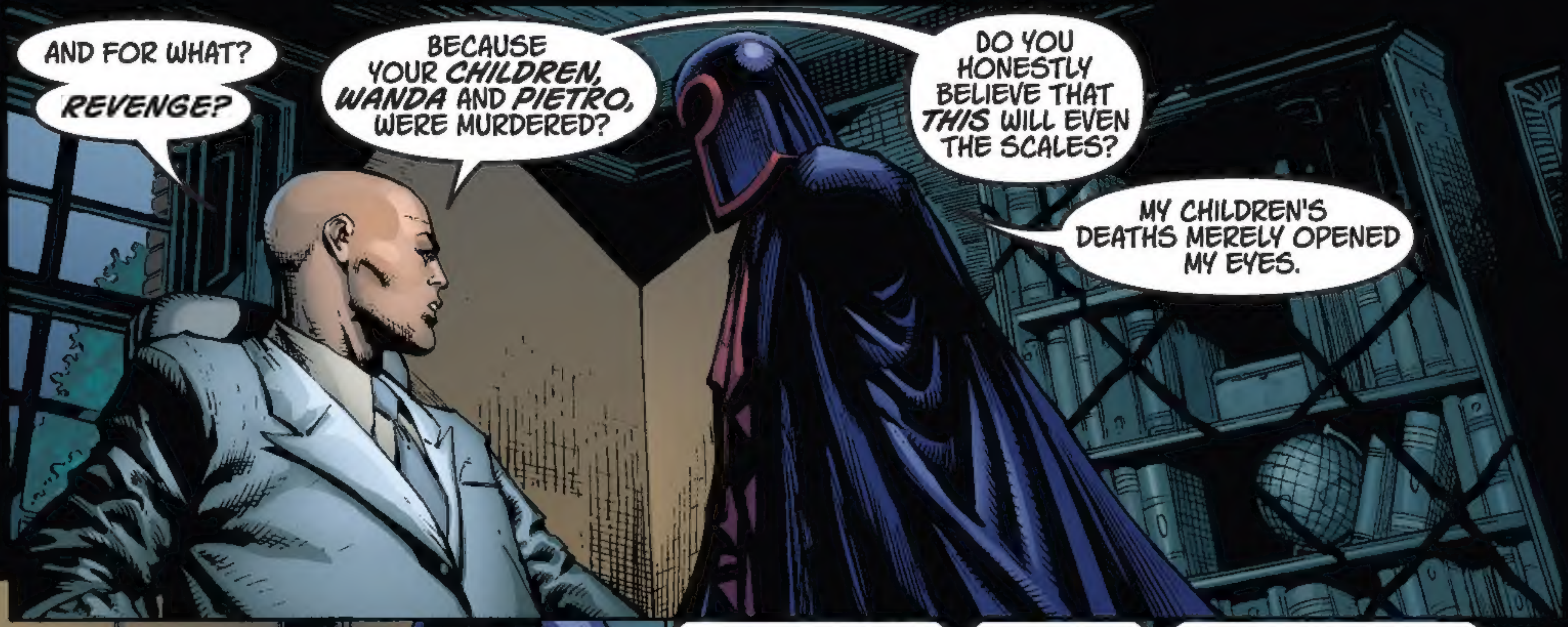
WHY AM I NOT
SURPRISED?



WHAT DO
YOU WANT ME
TO SAY?

THAT
I *AGREE* WITH
THIS DOOMSDAY
OPTION?

WHEN YOU KNOW
I WOULD STOP AT *NOTHING*
TO KEEP YOU FROM
DESTROYING THE EARTH AND
EVERYONE ON IT?



AND FOR WHAT?
REVENGE?

BECAUSE
YOUR **CHILDREN**,
WANDA AND **PIETRO**,
WERE MURDERED?

DO YOU
HONESTLY
BELIEVE THAT
THIS WILL EVEN
THE SCALES?

MY CHILDREN'S
DEATHS MERELY OPENED
MY EYES.



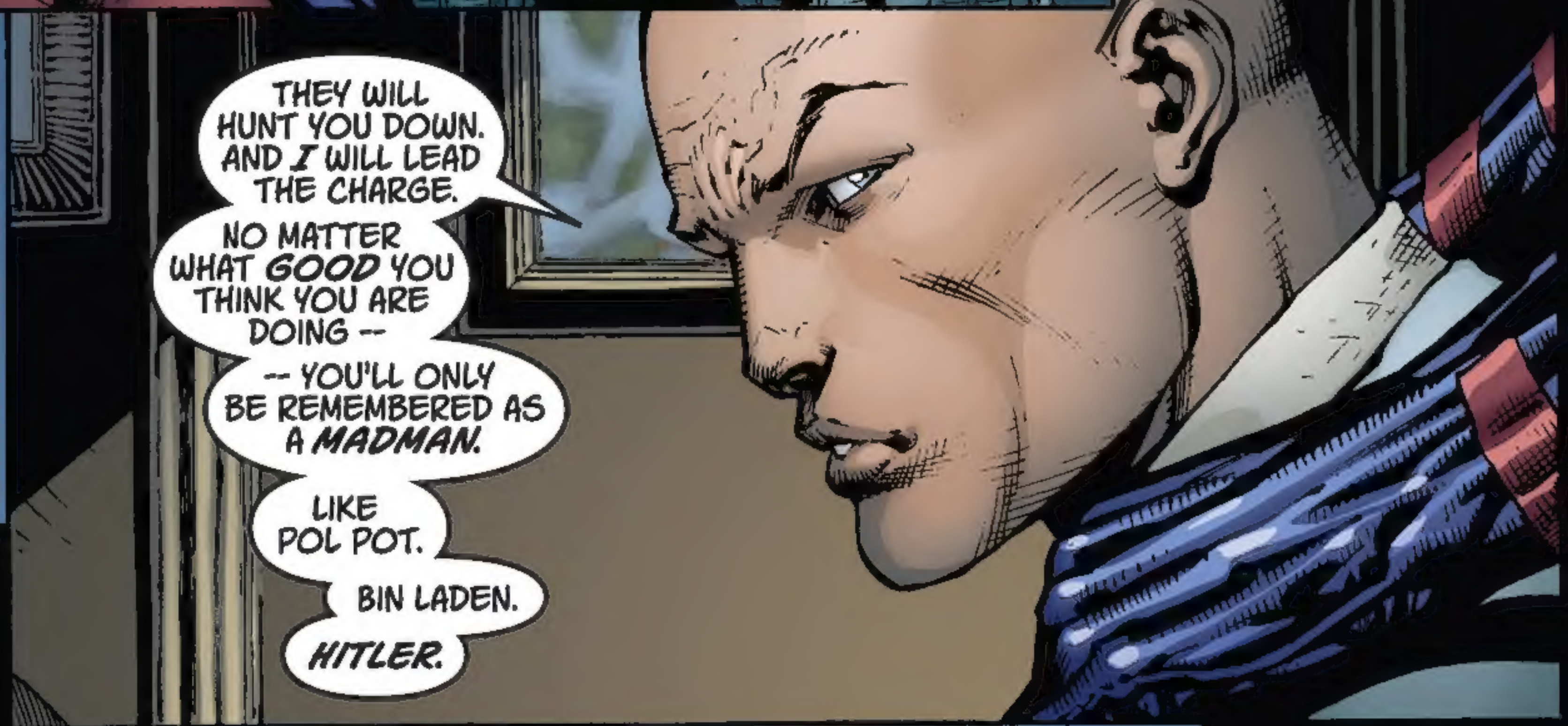
AFTER THOUSANDS
OF YEARS **HUMANS**
HAVE DONE **NOTHING**
BUT DESTROY
THIS PLANET.

WAR. FAMINE.
ECOLOGICAL
RUIN.

WHEN **GOD** DIDN'T
LIKE WHAT HE'D CREATED
HE WASHED IT ALL AWAY
IN **FORTY DAYS** AND
FORTY NIGHTS.

I WILL
DO IT IN
THREE

I'D BE STATING
THE OBVIOUS BY
POINTING OUT --
-- YOU ARE
NOT GOD.



THEY WILL
HUNT YOU DOWN.
AND **I** WILL LEAD
THE CHARGE.

NO MATTER
WHAT **GOOD** YOU
THINK YOU ARE
DOING --

-- YOU'LL ONLY
BE REMEMBERED AS
A **MADMAN**.

LIKE
POL POT.

BIN LADEN.

HITLER.



I KNEW WHEN
I CAME HERE TONIGHT,
THIS WAS
INEVITABLE.

SNAP



IN THE PAST,
YOU'VE HAD A HAND
IN *EVERY* ONE
OF MY FAILURES.

TOPPLING
THE BEST LAID
PLANS.

IT HAD
TO STOP.

**TO BE
CONTINUED...**



EMPIRE